

HOUSTON LIGHTING & POWER COMPANY

(Controlled By Houston Industries Incorporated)

CAPITAL STRUCTURE
LONG TERM DEBT

Issue	Rating	Amount Outstanding	Times Charges Earned	Interest Dates	Call Price	Price Range
			1988 1987			1988 1987
1 First 9/8s, due 1991		\$132,000,000		J&J 20		
2 First 9/8s, due 1992		132,000,000		J&J 20		
3 First 9/8s, due 1993		136,000,000		J&J 20	102 00	
4 First 4/2s, due 1992	A2	25,000,000		F&A1	100.39	86 1/8 82 1/4
5 First 5/4s, due 1996	A2	40,000,000		A&O1	101.48	79 1/8 75
6 First 5/4s, due 1997	A2	40,000,000		J&J1	101.75	78 1/2 73
7 First 6/4s, due 1997	A2	35,000,000		M&N1	102.32	86 1/4 79 1/8
8 First 6/4s, due 1998	A2	35,000,000		A&O1	102.15	85 1/4 79
9 First 7/2s, due 1999	A2	30,000,000		J&D1	102.80	89 - 82
10 First 7/4s, due 2001	A2	30,000,000		F&A1	103.22	86 1/8 78 1/8
11 First 7/2s, due 2001	A2	50,000,000		J&D1	103.75	87 1/8 79 1/4
12 First 8/8s, due 2004	A2	100,000,000		F&A1	104.78	89 1/8 82 1/4
13 First 10/8s, due 2004	A2	35,407,000		M&S1	103.85	91 1/8 95 1/8
14 First 8/8s, due 2005	A2	125,000,000		M&S1	104.98	94 1/8 86 1/8
15 First 8/8s, due 2006	A2	125,000,000		A&O1	105.21	90 1/8 83 1/8
16 First 8/8s, due 2007	A2	125,000,000		A&O1	105.71	90 - 82 1/8
17 First 8/8s, due 2008	A2	125,000,000		M&S1	105.51	93 1/4 86 1/4
18 First 9/4s, due 2008	A2	100,000,000		J&D1	105.74	96 - 88 1/4
19 First 9s, due 2017	A2	390,519,000		M&N1	107.71	92 1/4 86 1/4
20 First 10/4s, due 2019	A2	222,500,000		F&A1	109.97	
21 Coll Med Term Notes, Ser A due 1 yr to 15 yrs		200,000,000				
22 Poll control 7/8s, due 2016		68,000,000		M&N		
23 Poll control 7/8s, due 2018		50,000,000	2.76 3.40	M&N		
24 Poll control 7/4s, due 2015		68,700,000				
25 Poll control 8/4s, due 2015		90,000,000				
26 Poll control 8/4s, due 2019		100,000,000				
27 Poll control 8 10s, due 2019		100,000,000				
28 Poll contr rev bds, issued thru Brazos River Auth, Tex						
1982 series 9/8s, due 2012		42,800,000		A&O		
1983 series 10/8s, due 2003		25,000,000		J&D		
1983 series 10/8s, due 2013		75,000,000		J&D		
1984A-E series floating rate, due 2019		200,000,000		F&A		
Brazos River 1985A2 series 9/4s, due 2005		10,000,000		F&A		
Brazos River 1985A series 9/4s, due 2015		100,000,000				
29 Poll contr rev bds issued thru Gulf Coast Waste Disposal Auth, Tex						
1974 series 7/8s, due 2004		18,000,000		F&A		
1978 series 9/8s, due 1998		19,200,000		J&D		
1980-T series floating rate, due 1998		5,000,000		J&D		
1982 series 9/8s, due 2012		12,100,000		A&O		
30 Poll contr rev bds issued thru Matagorda Co Nav Dist, No 1, Tex						
1984A-C series floating rate, due 2019		250,000,000		A&O		
Matagorda County 1985 series, 10s, due 2015		115,000,000				

Issue	Par Value	Rating	Shares Outstanding	Earned per Sh	Divs per Sh	Call Price	Price Range
				1988 1987	1988 1987		1988 1987
1 \$4 cum pfd	No par	"a2"	97,397		\$4.00	\$4.00 \$105	
2 \$6.72 cum pfd	No par	"a2"	250,000		6.72	6.72 102.31	
3 \$7.52 cum pfd	No par	"a2"	500,000		7.52	7.52 102.35	
4 \$9.52 cum pfd	No par	"a2"	400,000	\$90.95 \$98.93	9.52	9.52 101.05 00	
5 \$9.08 cum pfd	No par	"a2"	400,000		9.08	9.08 101.03 00	
6 \$8.12 cum pfd	No par	"a2"	500,000		8.12	8.12 101.04 25	
7 \$9.04 cum pfd	No par	"a2"	300,000		9.04	9.04 101.03 00	
8 \$8.50 cum pfd	No par	"a2"	1,000,000		8.50	8.52 101.08 50	
9 Adj rate cum pfd, ser A	No par	"a2"	500,000		7.55	6.29 101.03 00	
10 Adj rate cum pfd, ser B	No par	"a2"	500,000		7.31	6.21 101.03 00	
11 Common	No par		10,660,778				

Before Federal income tax. Subject to change, see text. All owned by Houston Industries Incorporated. Ratings and additional details for these issues are available in Moody's Municipal & Government Service "A" through March 31, 1989—not redeemable, "B" through September 1990—not redeemable. Issued Feb 2, 1989. Not redeemable prior to June 1, 1992 with debt or preferred stock having an effective cost of less than per annum. Issued June 10, 1987.

HISTORY

Incorporated under the laws of Texas on January 9, 1906 under the name of Houston Lighting & Power Company 1905. The figure 1905 was dropped from the corporate title on April 4, 1922. Since incorporation company has acquired electric properties in the following cities and towns:

- 1914—Houston Heights (now part of Houston)
- 1916—Sunset Heights and Brunner (both now part of Houston)
- 1918—Park Place (now part of Houston)
- 1925—Goose Creek (now part of Baytown), La Porte, Rosenberg, Richmond and Wharton
- 1926—Needville and Humble
- 1927—Pasadena, Bellaire, Pelly (now part of Baytown), South Houston and Freeport
- 1929—Highlands (now part of Baytown)
- 1931—Galveston and Hitchcock
- 1936—Rosharon
- 1941—Sealy
- 1946—Velasco
- 1950—Sugarland

Former Control: Until 1942, common stock of this company was owned by National Power & Light Co. Under order of SEC in Integration Proceedings 500,000 Houston shares were offered by National in exchange for its own \$6 preferred stock on a basis of two Houston common shares for each National preferred share. 257,336 Houston shares were thus exchanged before termination of offer Dec 31, 1942. The remainder of 242,664 shares was sold, May 14, 1943, to a syndicate which in turn offered the shares publicly.

Reorganization: On Jan 14, 1977, pursuant to merger and corporate restructuring plan, all of the outstanding common stock of company was exchanged on a share for share basis with Houston Industries, Inc. common stock. Company's former subsidiaries became separate subsidiaries of Houston Industries in the reorganization. In accordance with Indenture dated as of Feb 1, 1970 between

Co and Bankers Trust Co., as Trustee, Co's 5 1/2% Convertible Debentures due 1985 thereupon became convertible into common stock of Houston Industries Incorporated rather than common stock of Co. Pursuant to a First Supplemental Indenture dated as of Jan. 14, 1977 among Co, Houston Industries and Trustee, Houston Industries assumed joint and several liability with Co. for payment of principal of (and premium, if any) and interest on, and to effect conversion of such Debentures. None of the other outstanding securities of Co, including preferred stock and first mortgage bonds were affected.

BUSINESS

Engaged in generation, transmission, distribution and sale of electric energy. Territory served covers an estimated 5,000 square miles and includes Houston and 156 adjacent communities and rural areas.

Aggregate population of territory was estimated at approximately 3,696,000 in 1988.

The service area of the Company includes major producers of oil, gas, sulphur, refined products, chemicals, petrochemicals, steel, oil tools and related manufacturing, processing and servicing activities. Electronics, paper, building materials, cotton, rice, cattle, salt, magnesium and other minerals are also important products of the service area.

PHYSICAL PROPERTIES

Electric properties of the company include eleven electric generating stations with a combined installed turbine nameplate rating of 13,023,697 k.w. 195 major substations with installed transformer capacity of 53,144,000 k.v.a., which includes a 30.8% interest in one major substation. As of Dec 31, 1988, Co operated 22,028 pole miles of overhead transmission and distribution lines, including 1,503 pole miles operated at 138,000 volts and 608 pole miles operated at 345,000 volts. Co

also operated 5,683 circuit miles of under transmission and distribution lines, including cut miles operated at 138,000 volts. Approximately 44% of Company's fuel requirements during 1988 was met with natural gas, 37% was met with lignite, and 2% with nuclear. The 1988 1987 was met principally with purchased and cogenerated power. Chief power plants follows.

Deepwater—near Houston—Steam. Constructed in 1924, last unit installed in 1955. Capacity, 185,000 k.w. net generation (k.w.h.) 65,760,000; 1987, 111,848,000; fuel cost (natural gas) (mills) 1988, 25.8; 1987, 27.8.

Greens Bayou—near Houston—Steam. Constructed in 1949. Last unit installed in 1974. Capacity, 406,000 k.w., units 3 & 4 not operated; net generation (k.w.h.) 1988, 1,111,197; 1987, 1,305,552,000; fuel cost (natural gas) (mills) 1988, 19.7; 1987, 17.7.

Webster—near Webster—Steam. Constructed in 1934, last unit installed in 1967. Capacity, 314,000 k.w., units 1 & 2 not operated in 1988; net generation (k.w.h.) 1988, 856,100,000; 1987, 931,681,000; fuel cost (natural gas) (mills) 1988, 19.8; 1987, 18.3.

Sam Bertron—near La Porte—Steam. Constructed in 1956, last unit installed in 1974. Capacity, 808,000 k.w.; net generation (k.w.h.) 719,446,000; 1987, 731,072,000; fuel cost (natural gas) (mills) 1988, 20.2; 1987, 18.7.

W.A. Parish—near Richmond—Steam. Constructed in 1958, last unit installed in 1974. Capacity, 3,517,000 k.w.; net generation (k.w.h.) 15,438,487,000; 1987, 17,010,738,000; fuel cost (natural gas and coal) (mills) 1988, 16.9; 1987, 25.2.

T.H. Wharton—near Houston—Oil. Constructed in 1958, last unit installed in 1988. Capacity, 923,000 k.w.; net generation (k.w.h.) 1988, 3,522,484,000; 1987, 1,818,578,000; (natural gas) per k.w.h. (mills) 1988, 16.9.

40116424
SUPERFUND RECORDS

NE060

0730

C to Orangeburg, Dunesway
 11, 7, 10, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100, 101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 112, 113, 114, 115, 116, 117, 118, 119, 120, 121, 122, 123, 124, 125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136, 137, 138, 139, 140, 141, 142, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 157, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 168, 169, 170, 171, 172, 173, 174, 175, 176, 177, 178, 179, 180, 181, 182, 183, 184, 185, 186, 187, 188, 189, 190, 191, 192, 193, 194, 195, 196, 197, 198, 199, 200, 201, 202, 203, 204, 205, 206, 207, 208, 209, 210, 211, 212, 213, 214, 215, 216, 217, 218, 219, 220, 221, 222, 223, 224, 225, 226, 227, 228, 229, 230, 231, 232, 233, 234, 235, 236, 237, 238, 239, 240, 241, 242, 243, 244, 245, 246, 247, 248, 249, 250, 251, 252, 253, 254, 255, 256, 257, 258, 259, 260, 261, 262, 263, 264, 265, 266, 267, 268, 269, 270, 271, 272, 273, 274, 275, 276, 277, 278, 279, 280, 281, 282, 283, 284, 285, 286, 287, 288, 289, 290, 291, 292, 293, 294, 295, 296, 297, 298, 299, 300, 301, 302, 303, 304, 305, 306, 307, 308, 309, 310, 311, 312, 313, 314, 315, 316, 317, 318, 319, 320, 321, 322, 323, 324, 325, 326, 327, 328, 329, 330, 331, 332, 333, 334, 335, 336, 337, 338, 339, 340, 341, 342, 343, 344, 345, 346, 347, 348, 349, 350, 351, 352, 353, 354, 355, 356, 357, 358, 359, 360, 361, 362, 363, 364, 365, 366, 367, 368, 369, 370, 371, 372, 373, 374, 375, 376, 377, 378, 379, 380, 381, 382, 383, 384, 385, 386, 387, 388, 389, 390, 391, 392, 393, 394, 395, 396, 397, 398, 399, 400, 401, 402, 403, 404, 405, 406, 407, 408, 409, 410, 411, 412, 413, 414, 415, 416, 417, 418, 419, 420, 421, 422, 423, 424, 425, 426, 427, 428, 429, 430, 431, 432, 433, 434, 435, 436, 437, 438, 439, 440, 441, 442, 443, 444, 445, 446, 447, 448, 449, 450, 451, 452, 453, 454, 455, 456, 457, 458, 459, 460, 461, 462, 463, 464, 465, 466, 467, 468, 469, 470, 471, 472, 473, 474, 475, 476, 477, 478, 479, 480, 481, 482, 483, 484, 485, 486, 487, 488, 489, 490, 491, 492, 493, 494, 495, 496, 497, 498, 499, 500, 501, 502, 503, 504, 505, 506, 507, 508, 509, 510, 511, 512, 513, 514, 515, 516, 517, 518, 519, 520, 521, 522, 523, 524, 525, 526, 527, 528, 529, 530, 531, 532, 533, 534, 535, 536, 537, 538, 539, 540, 541, 542, 543, 544, 545, 546, 547, 548, 549, 550, 551, 552, 553, 554, 555, 556, 557, 558, 559, 560, 561, 562, 563, 564, 565, 566, 567, 568, 569, 570, 571, 572, 573, 574, 575, 576, 577, 578, 579, 580, 581, 582, 583, 584, 585, 586, 587, 588, 589, 590, 591, 592, 593, 594, 595, 596, 597, 598, 599, 600, 601, 602, 603, 604, 605, 606, 607, 608, 609, 610, 611, 612, 613, 614, 615, 616, 617, 618, 619, 620, 621, 622, 623, 624, 625, 626, 627, 628, 629, 630, 631, 632, 633, 634, 635, 636, 637, 638, 639, 640, 641, 642, 643, 644, 645, 646, 647, 648, 649, 650, 651, 652, 653, 654, 655, 656, 657, 658, 659, 660, 661, 662, 663, 664, 665, 666, 667, 668, 669, 670, 671, 672, 673, 674, 675, 676, 677, 678, 679, 680, 681, 682, 683, 684, 685, 686, 687, 688, 689, 690, 691, 692, 693, 694, 695, 696, 697, 698, 699, 700, 701, 702, 703, 704, 705, 706, 707, 708, 709, 710, 711, 712, 713, 714, 715, 716, 717, 718, 719, 720, 721, 722, 723, 724, 725, 726, 727, 728, 729, 730, 731, 732, 733, 734, 735, 736, 737, 738, 739, 740, 741, 742, 743, 744, 745, 746, 747, 748, 749, 750, 751, 752, 753, 754, 755, 756, 757, 758, 759, 760, 761, 762, 763, 764, 765, 766, 767, 768, 769, 770, 771, 772, 773, 774, 775, 776, 777, 778, 779, 780, 781, 782, 783, 784, 785, 786, 787, 788, 789, 790, 791, 792, 793, 794, 795, 796, 797, 798, 799, 800, 801, 802, 803, 804, 805, 806, 807, 808, 809, 810, 811, 812, 813, 814, 815, 816, 817, 818, 819, 820, 821, 822, 823, 824, 825, 826, 827, 828, 829, 830, 831, 832, 833, 834, 835, 836, 837, 838, 839, 840, 841,